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Attorneys for Defendants
UBER TECHNOLOGIES, INC.
and OTTOMOTTO LLC

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,

Plaintiff,

v.

UBER TECHNOLOGIES, INC.,
OTTOMOTTO LLC; OTTO TRUCKING LLC,

Defendants.

Case No. 3:17-cv-00939-WHA

**DECLARATION OF
THOMAS J. PARDINI IN SUPPORT
OF PLAINTIFF WAYMO LLC'S
ADMINISTRATIVE MOTION TO
FILE UNDER SEAL ITS OFFER OF
PROOF REGARDING
ADMISSIBILITY OF CERTAIN
MARKET AND FINANCIAL
INFORMATION (DKT. 2532)**

I, Thomas J. Pardini, declare as follows:

1. I am a member of the Bar of the State of California and an attorney at the law firm of Morrison & Foerster LLP. I make this declaration based upon matters within my own personal knowledge and if called as a witness, I could and would competently testify to the matters set forth herein. I make this declaration in support of Plaintiff Waymo LLC's Administrative Motion to File Under Seal Its Offer of Proof Regarding Admissibility of Certain Market and Financial Information (Dkt. 2532, correcting Dkt. 2527).

2. I have reviewed the following documents and confirmed that only the portions identified below merit sealing:

Document	Portions to Be Filed Under Seal
Exhibit 4	Red Boxes
Exhibits 5 and 6	Entire Documents
Exhibit 7	Red Boxes
Exhibit 8	Red Boxes
Exhibit 13	Red Boxes
Exhibit 14	Entire Document
Exhibit 15	Red Boxes
Exhibits 16 and 18	Entire Documents

3. The entireties of Exhibits 5 and 6 and the red boxes of Exhibit 15 are internal communications among current and former Uber executives containing confidential information regarding market strategy, business operations, technical development, business partnerships, and evaluations of company priorities. They also contain the email addresses and phone numbers of current and former Uber employees, which Defendants request be sealed to protect these individuals' privacy. In addition, pages 2 and 3 of Exhibit 5 contain the same business agreement information for which the Court granted sealing at Dkt. 2463. I understand that disclosure of this

1 information would allow competitors to acquire insight into how Uber evaluates its business
2 priorities and technical strategy in the self-driving car industry, such that Uber's competitive
3 standing would be harmed.

4 4. The red boxes on page 2 of Exhibit 4 and page 122 in Exhibit 7 contain
5 confidential information regarding former Uber executives' estimates of the company's financial
6 details. Disclosure of this information could allow competitors to acquire knowledge into Uber's
7 financial details and tailor their own business strategy to the detriment of Uber's competitive
8 standing.

9 5. The red boxes on pages 2-3 of Exhibit 13 were granted sealing at Dkt. 2463. They
10 identify business terms with respect to Otto Trucking for which the Court granted sealing of
11 earlier versions of these terms in the draft Term Sheet. The red boxes on page 1 of Exhibit 4 and
12 pages 2 and 3 of Exhibit 5 reference terms from this same business agreement. If this information
13 were disclosed, I understand that competitors and counterparties could obtain a competitive
14 advantage by tailoring their negotiation strategy to offer or demand similar business terms, and
15 acquire knowledge into the details of Uber's confidential partnership arrangements, such that
16 Uber's competitive standing would be harmed.

17 6. The red boxes on page 5 of Exhibit 13 were granted sealing at Dkt. 2463. They
18 contain financial and commercial terms corresponding to terms for which the Court granted
19 sealing in the draft Term Sheet; the Court found that this confidential business information
20 merited sealing. (Dkt. 550 at 3.) The red boxes on pages 6 and 7 of Exhibit 13 contain highly
21 confidential commercial terms of a business agreement for which the Court granted sealing.
22 (Dkt. 2393 at 6.)

23 7. The entirety of Exhibit 14 is an internal email exchange among current and former
24 Uber executives containing confidential information regarding the detailed negotiation of
25 financial terms to a business agreement. Exhibit 14 also contains information with respect to the
26 business agreement for which the Court granted sealing at Dkt. 2463 and Dkt. 2393 at 6. In
27 addition, Exhibit 14 contains personal contact information throughout the document, including
28 phone numbers and email addresses. If this information were disclosed, I understand that

1 competitors and counterparties could obtain a competitive advantage by tailoring their negotiation
2 strategy to offer or demand similar business terms, and acquire knowledge into the financial
3 details of Uber's business agreements, such that Uber's competitive standing would be harmed.

4 8. The entireties of Exhibits 16 and 18 are almost a hundred pages of detailed
5 personal notes of a former Uber executive, containing highly confidential information regarding
6 market strategy, technical development, business operations, partnerships with vendors, employee
7 evaluations, and other internal considerations. I understand that disclosure of this information
8 would allow competitors to gain insight into detailed aspects of Uber's technical development,
9 business agreements, and market strategy. Uber's competitive standing would be significantly
10 harmed.

11 9. The red boxes in Exhibit 8 and some of the red boxes in Exhibits 4, 14, and 15
12 contain the email addresses and phone numbers of current and former company employees,
13 whose communications may become compromised if this information were disclosed to the
14 public. Defendants seek to seal this information in order to protect the privacy of these
15 individuals because this lawsuit is currently the subject of extensive media coverage. I
16 understand that disclosure of this information could expose these individuals to harm or
17 harassment.

18 10. Defendants' request to seal is narrowly tailored to the portions of Waymo's Offer
19 of Proof and supporting exhibits that merit sealing.

20 I declare under penalty of perjury that the foregoing is true and correct. Executed this
21 30th day of January, 2018 in San Francisco, California.

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23 /s/ Thomas J. Pardini

24 Thomas J. Pardini
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